

B 210A (Form 210A) (12/09)

**United States Bankruptcy Court
Southern District of New York**

In re Lehman Brothers Holdings Inc., et al., Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Empyrean Investments, LLC

Name of Transferee

Citigroup Financial Products Inc.

Name of Transferor

Name and Address where notices to transferee should be sent:

Sterling Hathaway
Empyrean Capital Partners, LP
10250 Constellation Blvd., Ste 2950
Los Angeles, CA 90067
Email: shathaway@empyrean.com
Fax: 310-843-4915

Court Claim # (if known): 17423

Amount of Claim: \$146,000,000.00 (as allowed)

Amount of Claim Transferred: \$25,000,000.00 (as allowed)

Date Claim Filed: September 18, 2009

Debtor: Lehman Brothers Special Financing Inc.

Phone: 310-843-3070

Last Four Digits of Acct #: _____

Phone: _____

Last Four Digits of Acct. #: _____

Name and Address where transferee payments should be sent (if different from above):

Phone: _____

Last Four Digits of Acct #: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.



By: _____
Transferee/Transferee's Agent

Date: June 20, 2012

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIM

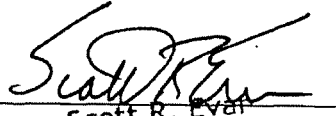
TO: Clerk, United States Bankruptcy Court, Southern District of New York

Citigroup Financial Products Inc. ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Assignment of Claim Agreement dated as of the date hereof, does hereby certify that Seller has unconditionally and irrevocably sold, transferred and assigned to **Empyrean Investments, LLC**, its successors and assigns ("Buyer"), all rights, title and interest in and to the claim of Seller against **Lehman Brothers Special Financing Inc.** (Claim No.: 17423) in the amount of \$25,000,000.00 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (jointly administered) (JMP).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Evidence of Transfer of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. Seller hereby appoints Buyer as its true and lawful attorney-in-fact with respect to the Claim and authorizes Buyer to act in Seller's name, place and stead, to negotiate, demand, sue for, compromise and recover all such sums of money which now are, or may hereafter become due and payable for or on account of the Claim, and to do all things necessary to enforce the Claim and Seller's rights related thereto. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned have duly executed this Evidence of Transfer of Claim by their duly authorized representatives as of the ____ day of _____, 2012.

CITIGROUP FINANCIAL PRODUCTS INC.

By: 
Name: **Scott R. Egan**
Title: **Authorized Signator**

EMPYREAN INVESTMENTS, LLC

By: _____
Name: _____
Title: _____

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

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IN WITNESS WHEREOF, the undersigned have duly executed this Evidence of Transfer of Claim by their duly authorized representatives as of the ____ day of _____, 2012.

CITIGROUP FINANCIAL PRODUCTS INC.

By: _____
Name:
Title:

EMPYREAN INVESTMENTS, LLC

By:  _____
Name: Sterling Hathaway
Title: Authorized Signatory